

ARTICLES OF INCORPORATION

OF

LOCAL BUILDING AUTHORITY

OF

THE WEBER AREA DISPATCH 911 AND EMERGENCY SERVICES DISTRICT,
UTAH

We, the undersigned citizens of the State of Utah and of the United States as officials of the Weber Area Dispatch 911 and Emergency Services District, Utah (the “District”), have associated ourselves together with the purpose of incorporating as a nonprofit corporation under the Utah Revised Nonprofit Corporation Act, Title 16, Chapter 6a, Utah Code Annotated 1953, as amended, the Local Building Authority Act, Title 17D, Chapter 2, Utah Code Annotated 1953, as amended (collectively the “Acts”), and the Constitution and other laws of the State of Utah, and do hereby execute, adopt and acknowledge in duplicate originals the following Articles of Incorporation:

ARTICLE I

NAME OF CORPORATION

The name of the corporation created hereunder shall be the “Local Building Authority of the Weber Area Dispatch 911 and Emergency Services District, Utah” (the “Authority”).

ARTICLE II

PLACE OF BUSINESS

The principal place of business of the Authority shall be located in Ogden, Utah, and the initial principal office of the Authority shall be located at the Weber Area Dispatch 911 and Emergency Services District Offices at 2186 Lincoln Avenue, Ogden, Utah.

ARTICLE III

PERIOD OF DURATION

The Authority is hereby declared to have a perpetual duration unless dissolved as provided in accordance with Article X hereof.

ARTICLE IV

OBJECTS, PURPOSES AND POWERS

The objects and purposes for which the Authority is founded and incorporated are to acquire, improve, or extend one or more projects and to finance their costs on behalf of the District in accordance with the procedures and subject to the limitations of the Local Building Authority Act, Title 17D, Chapter 2, Utah Code Annotated 1953, as amended, in order to accomplish the public purposes for which the District exists.

In furtherance thereof, the Authority shall have all of the powers set forth in the Acts and the Constitution and other laws of the State of Utah. The Authority shall not, however, undertake any of the activities set forth in the preceding paragraph without prior authorization therefor by the governing body of the District.

The purpose and essence of the Authority shall be purely civic, benevolent, charitable, and philanthropic. The Authority shall not possess or exercise any power or authority either expressly, by interpretation, or by operation of law that would prevent it at any time from qualifying and continuing to qualify as a corporation described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, nor shall it engage directly or indirectly in any activity which would cause the loss of such qualification. It is hereby expressly declared that this Authority has been organized not for gain, and that no loans, dividends, or other distributions, except for the payment of reasonable compensation for services rendered or reimbursement for reasonable expenses, shall ever be declared or paid to any of its trustees or officers.

The Authority shall have no shareholders and shall not issue shares of stock and none of its property, real or personal, shall ever be used or expended except in carrying into effect the legitimate ends and aims of the Authority.

At no time shall the Authority engage in any activities which are unlawful under the laws of the United States of America, the State of Utah, or any other jurisdiction wherein it conducts its activities. No substantial part of the activities of the Authority shall include the carrying on of propaganda, or otherwise attempting to influence legislation and the Authority shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office.

ARTICLE V

GOVERNING BOARD

The initial membership of the Governing Board shall be comprised of seven trustees each of whom are voting members. The names and addresses of the persons who are to serve as the initial members of the Governing Board of the Authority are:

<u>Name</u>	<u>Street Address</u>
Matthew G. Bell	2186 Lincoln Avenue Ogden, UT 84401
Mike Caldwell	2186 Lincoln Avenue Ogden, UT 84401
Leonard Call	2186 Lincoln Avenue Ogden, UT 84401
Willard S. Cragun	2186 Lincoln Avenue Ogden, UT 84401
James Ebert	2186 Lincoln Avenue Ogden, UT 84401
Toby Mileski	2186 Lincoln Avenue Ogden, UT 84401
James Minster	2186 Lincoln Avenue Ogden, UT 84401

The Governing Board shall be comprised of the Chair and all members of the Administrative Control Board of the District (the "Board of Directors") as may from time to time serve as Chair or on such Board of Directors and any change in the Chair or composition of the membership of the Board of Directors shall automatically and without any action required hereunder operate to change the composition of the membership of the Governing Board. To the extent permitted by law, members of the Governing Board may be removed and replaced by the Board of Directors of the District at any time in its discretion.

ARTICLE VI

REGISTERED OFFICE; REGISTERED AGENT

The address of the initial registered office of the Authority shall be 2186 Lincoln Avenue, Ogden, Utah 84401, and the name of the initial registered agent for the Authority at said address is Tina L. Mathieu, Executive Director of the District, who by her signature accepts this appointment.

By: _____
Registered Agent

ARTICLE VII

DISPOSITION OF PROPERTY

The Governing Board of the Authority shall not sell, transfer, mortgage, convey, or otherwise dispose of all or any major part of the property and assets of the Authority, nor shall the Authority be dissolved, merged, or consolidated with any other corporation

or other legal entity, except on an affirmative vote of a majority of the Governing Board and the approval of the Board of Directors of the District.

The District, having authorized and directed the creation of the Authority, shall at all times during the existence of the Authority have a beneficial interest in the Authority and its assets, properties, and moneys. Whenever notes, bonds, or other evidences of indebtedness issued by the Authority on behalf of the District are satisfied, discharged, and retired, title to all real and personal property financed with the proceeds of such notes, bonds, or other evidences of indebtedness shall be forthwith transferred to the District.

No part of the net earnings of the Authority shall inure to the benefit or be distributable to its trustees, officers, or other persons, except that the Authority shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

ARTICLE VIII

BYLAWS

The Governing Board of the Authority shall have the power to make such prudent bylaws not inconsistent with the Constitution and laws of the State of Utah and these Articles of Incorporation as it may deem necessary or proper for the management of the business and affairs of the Authority; provided, however, that all bylaws and any amendments thereto must be approved by the Board of Directors of the District.

ARTICLE IX

AMENDMENTS

These Articles of Incorporation may be amended on approval of a majority vote of the Governing Board of the Authority and a majority vote of the Board of Directors of the District.

ARTICLE X

DISSOLUTION

Upon the dissolution of the Authority, and after paying or making provisions for the payment of all of its liabilities, the Authority shall convey any of its remaining assets to the District; provided, however, that the Authority may not be dissolved unless all outstanding bonds and other obligations of the Authority are paid in full as to principal, interest, and redemption premiums, if any, or unless provision for the payment of the same when due has been made.

ARTICLE XI

INCORPORATORS

The names and addresses of the incorporators of the Authority are:

<u>Name</u>	<u>Street Address</u>
Toby Mileski	2186 Lincoln Avenue Ogden, UT 84401
James Minster	2186 Lincoln Avenue Ogden, UT 84401
Mike Caldwell	2186 Lincoln Avenue Ogden, UT 84401
Matthew G. Bell	2186 Lincoln Avenue Ogden, UT 84401
Leonard Call	2186 Lincoln Avenue Ogden, UT 84401
James Ebert	2186 Lincoln Avenue Ogden, UT 84401
Willard S. Cragun	2186 Lincoln Avenue Ogden, UT 84401

ARTICLE XII

LIABILITIES FOR DEBTS

The members of the Governing Board and officers of the Authority shall not be personally liable for the debts or any other obligations of the Authority.

DATED this August 4, 2016.

(Incorporator)

(Incorporator)

(Incorporator)

(Incorporator)

(Incorporator)

(Incorporator)

(Incorporator)

STATE OF UTAH)
)
 : ss.
COUNTY OF WEBER)

The foregoing instrument was acknowledged before me this August __, 2016, by _____, _____, _____, _____, _____, _____, and _____.

(SEAL)

NOTARY PUBLIC